

# Exhibit C

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE  
IN RE DOLLAR THRIFTY SHAREHOLDER ) Consolidated  
LITIGATION ) C.A. No. 5458-VCS  
                                      )

- - -  
Chancery Conference Room  
New Castle County Courthouse  
Wilmington, Delaware  
Friday, July 9, 2010  
1:00 p.m.

- - -

BEFORE: HON. LEO E. STRINE, JR., Vice Chancellor.

- - -

OFFICE CONFERENCE

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CHANCERY COURT REPORTERS  
500 North King Street - Suite 11400  
Wilmington, Delaware 19801-3759  
(302) 255-0525

## 1 APPEARANCES:

2           JOEL FRIEDLANDER, ESQ.  
3           Bouchard Margules & Friedlander, P.A.  
4           -and-  
5           MICHAEL J. BARRY, ESQ.  
6           Grant & Eisenhofer P.A.  
7           -and-  
8           AMY MILLER, ESQ.  
9           of the New York Bar  
10          Bernstein Litowitz Berger & Grossman LLP  
11          -and-  
12          MICHAEL C. WAGNER, ESQ.  
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14          Barroway Topaz Kessler Meltzer & Check, LLP  
15          for the Plaintiffs  
16            
17          MATTHEW E. FISCHER, ESQ.  
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19          -and-  
20          MITCHELL A. LOWENTHAL, ESQ.  
21          JENNIFER KENNEDY PARK, ESQ.  
22          Cleary Gottlieb Steen & Hamilton LLP  
23          for Defendants Scott L. Thompson, Thomas P.  
24          Capo, Maryann N. Keller, Edward C. Lumley,  
25          Richard W. Neu, John C. Pope and Dollar  
26          Thrifty Automotive Group Inc.  
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28          RAYMOND J. DiCAMILLO, ESQ.  
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31          -and-  
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33          of the New York Bar  
34          Debevoise & Plimpton LLP  
35          for Defendants Hertz Global Holdings, Inc.  
36          and HDTMS, Inc.

27           - - -

1                   THE COURT: A lot of people for  
2 something that is going to be brief. I understand you  
3 have some sense that you are not going to have to do a  
4 lot of talking, from a wise person. That's right.

5                   I understand this is an awkward  
6 situation for everyone involved. And I'm going to  
7 deal with it in a supple way that -- where my mind is  
8 going to stay open. My head is cool. My heart is  
9 warm. But we are in a situation where the defendant  
10 corporation -- you know, the directors believe that  
11 this case ought to be handled in a court of the state  
12 whose law governs the relationship between the  
13 corporation and its stockholders.

14                  That is what public investors bargain  
15 for. The plaintiffs here, obviously, agree with that.  
16 But there appear to be people who represent other  
17 investors who want to have this suit decided in the  
18 great state of Oklahoma, which is a wonderful place.  
19 My brother-in-law makes his home there.

20                  I respect Oklahoma greatly, but part  
21 of what comes with comity is everyone respecting each  
22 other. I'm going to ask the defendants and the  
23 plaintiffs to provide me, tomorrow, with a statement  
24 as to whether there is even such a thing as a

1 constituency statute in Oklahoma. A majority of  
2 American states have --

3 MR. LOWENTHAL: Sorry.

4 THE COURT: A majority of American  
5 states have constituency statutes in their corporation  
6 laws that specifically permit the board of directors,  
7 in the context of a proposal for a business  
8 acquisition, to consider the interests of  
9 constituencies other than stockholders. The states  
10 vary. Some of them say employees -- employees are  
11 often one of the most common -- the communities, other  
12 sorts of things. I want -- I haven't really had the  
13 chance to -- my understanding is Oklahoma may not even  
14 have a constituency statute. I think it would be  
15 helpful. You can copy the plaintiffs in Oklahoma, as  
16 well, in communications, to know whether Oklahoma has  
17 such a statute.

18 When states adopt such statutes, they  
19 do a very interesting thing. They tend,  
20 overwhelmingly -- I know of no exception to this -- to  
21 respect centuries of American law. The United States  
22 Supreme Court has made clear in many decisions,  
23 including those dealing, importantly, with  
24 anti-takeover statutes in the 1980s -- that the

1 internal affairs of corporations are regulated by the  
2 chartering corporation, "the internal affairs"  
3 meaning, essentially, the specialized contract law,  
4 the relationship between the investors and the  
5 corporation, the stockholder and the corporation. I  
6 didn't make it up. It's not a partisan divide on the  
7 Supreme Court, not one of the issues that divides the  
8 Supreme Court based on, originally, intent versus a  
9 living constitution, or any of the very -- it's just  
10 accepted. It's part of why we have a very robust  
11 economy, because we don't subject corporations to  
12 multiple laws.

13                   Does this mean that corporations are  
14 free from regulation? Delaware charters a  
15 corporation, or Oklahoma charters a corporation, other  
16 states don't regulate corporate activities?  
17 Absolutely not. The treatment of workers, for  
18 example, by any of the companies involved here, of  
19 employees that they employ in Oklahoma, is absolutely  
20 subject to the employment laws of Oklahoma. There is  
21 no notion that the Delaware -- the fact that the  
22 company is a Delaware corporation would override the  
23 application of employment laws to the operation of  
24 corporations; or, frankly, when foreign corporations,

1 which -- they do operate in Delaware. One of our  
2 largest corporations for a long time was a Maryland  
3 corporation. The idea that it could avoid our  
4 environmental law, our employment laws -- no way. But  
5 in that area of internal affairs, when our largest  
6 employer was a Maryland corporation, no one could come  
7 into Chancery and say, "We want to apply Delaware  
8 corporation law to the relationship between..." -- I  
9 will use the name -- "...MBNA and its investors."  
10 Can't do that, because that is what the internal  
11 affairs doctrine is all about. This the U.S. Supreme  
12 Court, is talking about -- and every state. And that  
13 is what is interesting in the constituency statutes,  
14 and why they are relevant here. I read -- I do not --

15                         This Court typically takes the -- if  
16 there is a forum thing, you let the other forum  
17 consider what interests are at stake. I was taken by  
18 the notion that the concern that my colleague in  
19 Oklahoma raised was that the company had operations in  
20 Oklahoma. It's no doubt true. But what is  
21 interesting about the constituency statutes is even  
22 when they apply, the states that have adopted them --  
23 I'm not sure, and the parties can confirm on the  
24 record whether Oklahoma even has such a thing. None

1 of them purport to apply to corporations chartered by  
2 other states, because the notion in that situation is  
3 that you are allowed, frankly, to charter corporations  
4 where the primary purpose is of benefiting  
5 stockholders. Those corporations can't profit by  
6 illegal activity. In fact, under Delaware law -- just  
7 to make absolutely clear, Delaware law has a bottom  
8 line, which is corporations can only be chartered to  
9 do lawful business by lawful means. There are some  
10 academics out there who think you can make profits by  
11 violating the law, but you can't do it without turning  
12 the corporation into a -- something that it's not  
13 authorized to do under our law. That is the bottom  
14 line. Right? But within the law, it really is the  
15 case that the law of the chartering state governs  
16 whether the -- what obligations the directors owe to  
17 the stockholders, what are the formalities to  
18 accomplish transactions. Otherwise, you have a  
19 cacophony.

20 We have a situation where I'm looking  
21 at, here -- it's also important -- I will tell you  
22 this. It's, basically, contemporaneously-filed  
23 actions. The investors in companies do not place any  
24 reliance on where a company is headquartered, in terms

1 of the expectancies of the fiduciary duties owed to  
2 them. As I said, MBNA was our largest private-sector  
3 employer for many years. Anybody -- nobody invested  
4 in MBNA thinking Delaware corporate law protected them  
5 as an investor. They had to rely on Maryland  
6 corporate law.

7 So when you have a situation where  
8 people are representing stockholders on, frankly,  
9 important issues, like the extent to which deal  
10 protections can be used to insulate a transaction that  
11 -- strategic transaction, and it's a jump ball in  
12 terms of filing speed, and when it's a representative  
13 action -- be one thing if there were two stockholders;  
14 they both lived in Oklahoma; and they both, you know  
15 -- I suppose maybe you could have it out, even though  
16 an Oklahoma court would be determining Delaware law.

17 In this situation, both the plaintiffs  
18 in Delaware and the plaintiffs in Oklahoma are  
19 purporting to represent a lot of people who aren't  
20 individually present before the Court and don't have  
21 their own lawyers. In that circumstance, it's very  
22 clear that the most important factor, frankly, should  
23 be what will give people what they bargained for. And  
24 just as I have --

1                   I will absolutely profess my total  
2 belief that a judge in Oklahoma could do a far better  
3 job than this Court determining any issue under  
4 Oklahoma law on an expedited time frame, and that I  
5 would defer in an Oklahoma minute, New York minute,  
6 Texas minute, any other minute, to an Oklahoma court  
7 in an expedited litigation that affects stockholders  
8 of a Delaware corporation.

9                   I believe that, frankly, if we want to  
10 respect each other, then the respect has to be given  
11 to those who do something on a daily basis. And I'm  
12 not even saying to this Court. One of the virtues of  
13 our system, as you know, is if you believe something  
14 has gone wrong at our trial court level, you can get  
15 directly to our Supreme Court in a very fast time  
16 period, and get an authoritative answer for everybody.  
17 And given that I did not see -- I didn't see any  
18 factor -- the defendants have rationally pointed out  
19 reasons why, under Oklahoma public policy, this  
20 shouldn't even be maintained as a class action. And  
21 when the factor was raised -- it's not even relevant  
22 under Oklahoma corporate law.

23                   As I understand it, if Oklahoma  
24 corporate law does not have a constituency statute,

1 the fact that the employees don't like the takeover or  
2 the deal wouldn't even matter unless there was a  
3 violation of their legal rights under an employment  
4 law of the state of Oklahoma. So given that, I don't  
5 want to put the company in a bad position; I don't  
6 want to put the investors in the company in a bad  
7 position; but I also can be in a situation where the  
8 investors of a company and -- and they are represented  
9 in interesting ways in class actions like this by both  
10 the plaintiffs' and defendants' side. To the extent  
11 the defendants are trying -- I understand the  
12 plaintiffs' lawyers have a hard time indulging this,  
13 but there may be some times when directors are  
14 actually right, and when their position prevailing is  
15 what is best for the investors. Obviously, the  
16 plaintiffs here disagree. The Court -- why you  
17 referee fiduciary litigation is precisely because it's  
18 not certain whether that is the case. And what is  
19 important is, frankly, if everybody can get an  
20 expedited adjudication in the forum that -- whose law  
21 is at stake, and they can actually go to the final  
22 arbiter, including the Supreme Court. That is what  
23 everybody bargained for.

24                   When there is no reason -- like, this

1 case didn't get far along. It's not like it sat  
2 around for a year and is being processed in Oklahoma  
3 and these folks were late on the plaintiffs' side  
4 here. There is every reason to believe this case can  
5 go forth as conveniently in Delaware, and the Oklahoma  
6 plaintiffs are invited to join in. No --

7 I mentioned, I think, before in the  
8 case, no preconceived notion about the leadership  
9 structure. I don't think the Delaware plaintiffs have  
10 demonstrated any reluctance to work with people. I'm  
11 setting this down for August 10th. I will reluctantly  
12 allow the plaintiffs, if they want to move for  
13 anything like class certification, or something like  
14 that, on the same day, if we have to certify one class  
15 and simply put in place an extreme order -- I don't  
16 want to do that, but this is a situation -- I do not  
17 like this. I do not enjoy this. But I have yet to  
18 see anything that says why this case shouldn't be  
19 tried in the state whose law is at stake. I just  
20 haven't seen anything.

21 And I want to say, just as a matter of  
22 evenhandedness, there are instances that the parties  
23 can cite, to the extent there is any concern, that  
24 this is not anything having to do with Oklahoma. I

1 have the greatest respect to the state of Oklahoma. I  
2 have deferred recently in a case. This is an  
3 interesting one to cite. I had a case with a Delaware  
4 LLC, and lawyers brought a motion for expedition. It  
5 was a Revlon case. And they said the LLC's managers  
6 are breaching their Revlon duties. I deferred to the  
7 Buckeye state. Is that because I think they've got a  
8 better football team than the Oklahoma Sooners?  
9 Absolutely not. It was an odd thing. The LLC had --  
10 you know, it's exercising contractual freedom. The  
11 way they exercised it was managing members of the LLC  
12 owed the same fiduciary duties to the investors as  
13 they owed to their own investors, and it was a  
14 managing member that was a corporation. Where was the  
15 corporation headquartered? I mean chartered, not  
16 headquartered. Ohio.

17 To determine whether they breached  
18 their fiduciary duties under Delaware law, you had to  
19 look to where they were breaching their own fiduciary duties  
20 under Ohio law, because frankly, their own investors  
21 -- I am not -- I know that the Rock and Roll Hall of  
22 Fame is in Ohio. I now know that Lebron James figured  
23 out something that Art Modell and Robert Irsay never  
24 figured out, which is when you are going to do

1 something that is going to make you the object of  
2 ridicule, you reserve television time for it. I know  
3 those things about Ohio. I'm not an expert in Ohio  
4 corporate law. It was an expedited case. Ohio law  
5 was front and center. I deferred to Ohio.

6 To the extent there is concern that we  
7 defer to our colleagues on the east coast, the MBIA  
8 decision that I issued -- some of you may have been on  
9 the losing side on that. It was a case involving  
10 hundreds of -- I think billions of dollars in bond  
11 issuances were brought here by investors against a New  
12 York corporation. And it was a pretty darn sexy case,  
13 dealing with a good and bad insurer division. It was  
14 going to be governed by New York law under the  
15 indenture. And I abstained, and I wrote a decision,  
16 published decision, deferring to New York.

17 And so I just want to make clear I'm  
18 adhering to a fairly consistent principle here, which  
19 is when things are contemporaneously filed, and it's,  
20 particularly, a representative action, and what folks  
21 are primarily relying upon is the law of a particular  
22 state, then there is an easy tie breaker. We all  
23 ought to stay, in general, within our lanes.

24 Now, I am keeping an open mind. I

1 hate to put the defendants, in particular, in this  
2 predicament, or the investors of the corporation. But  
3 frankly, if I do anything other than that, I just  
4 create a situation where there are no rules of the  
5 game, and that what you simply have is the state who  
6 has the greatest interest in the litigation, because  
7 it doesn't want to subject its corporations to -- and  
8 more importantly, the investors in the corporation to  
9 needlessly duplicative procedures, ends up deferring.  
10 That isn't what investors bargained for.

11                   And so that is what I'm going to do.  
12 You can -- but I want to know tomorrow, on the record,  
13 whether there is a constituency statute, and whether  
14 it purports to apply to non-Oklahoma corporations. I  
15 suspect that even if the answer is that there is a  
16 constituency statute, it's absolutely clear it only  
17 applies to corporations that are chartered by the  
18 state of Oklahoma. When your own -- when the General  
19 Assembly of a state makes that sort of policy  
20 determination, it's a pretty clear one about the  
21 extent to which the state is claiming an interest in a  
22 matter. And this is ultimately a fiduciary duty case  
23 about, you know, whether the investors in a Delaware  
24 chartered corporation are receiving the fiduciary care

1 and loyalty that they are entitled to from their  
2 directors.

3                   So again, with regret to the  
4 defendants, I know that it's the last thing that you  
5 wish to do, and I know this is an awkward situation.  
6 I'm also happy at any time to talk to my colleague in  
7 Oklahoma. This is not at all a situation that I enjoy  
8 or would like to persist. But I really don't feel  
9 that I have any other option than to do what I -- I  
10 want to say there are grounds, in my view, to  
11 expedite. I think the defendants have been willing to  
12 expedite it. I don't really see any way out. And I  
13 would hope that we can get this worked out. I invite  
14 the Oklahoma plaintiffs. I invite you to call them  
15 afterwards, have them join the party, and we will have  
16 one injunction proceeding.

17                   So enjoy your train ride.

18                   MR. LOWENTHAL: Can I say one thing on  
19 the record just a moment? You have asked us to keep  
20 you advised of developments. I want the Court and  
21 plaintiffs to know: We were called yesterday evening  
22 by the plaintiffs in the Federal Court in Oklahoma,  
23 saying that they are going to move for an injunction  
24 hearing, as well. They haven't yet filed their

1 papers.

2                   THE COURT: I would then suggest that  
3 the transcript go to the federal judge. I'm also  
4 happy to have a three-jurisdiction discussion with the  
5 federal judge from Oklahoma.

6                   Remember, I clerked on two federal  
7 courts. I have great respect for them. Remember,  
8 what is the word that every Chief Justice in recent  
9 memory has put on the federal courts? Begins with an  
10 O. It should be on the thing. The O in every Chief  
11 Justice speech every year. Mr. Friedlander, you  
12 follow these things.

13                  MR. FRIEDLANDER: I hesitate.

14                  THE COURT: The overburdened federal  
15 courts, which have sought to reduce diversity  
16 jurisdiction, which have sought additional judicial  
17 officers, which have sought pay for the burden -- I  
18 believe overburdened -- if you put an "overburdened  
19 federal judiciary" into Google, you will have almost  
20 as many hits as -- maybe not Paris Hilton, but perhaps  
21 Perez Hilton.

22                  So, you know, federal courts have  
23 traditionally been, frankly, very, very sensitive to  
24 the dividing line, especially because the United

1 States Supreme Court law is so absolutely clear.

2                   That is a new development, but you are  
3 welcome to include them. I'm happy to talk to anyone.  
4 This is probably the least -- I like this sort of  
5 situation even less than having a day filled with  
6 twelve competing electronic discovery motions, but  
7 it's part of the territory.

8                   MR. LOWENTHAL: If the plaintiffs can  
9 move for class certification, we should work out a  
10 briefing schedule?

11                  THE COURT: Why don't you all talk.  
12 I'm going to leave here with the hope, if not the  
13 expectation, that perhaps everyone, all sides, can  
14 come together and concentrate their efforts and do  
15 what is right for the investors of the corporation,  
16 which is to have one hearing, get the issues  
17 determined on the merits, and go from there. That is,  
18 people ought to be able to agree that that is right.

19                  (Recess at 1:19 p.m.)

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## 1                   CERTIFICATE

2                 I, WILLIAM J. DAWSON, Official Court Reporter  
3 of the Chancery Court, State of Delaware, do hereby  
4 certify that the foregoing pages numbered 3 through 17  
5 contain a true and correct transcription of the  
6 proceedings as stenographically reported by me at the  
7 hearing in the above cause before the Vice Chancellor  
8 of the State of Delaware, on the date therein  
9 indicated.

10               IN WITNESS WHEREOF I have hereunto set my hand  
11 at Wilmington, this 9th day of July, 2010.

14               \_\_\_\_\_  
15               /s/William J. Dawson  
16               Official Court Reporter  
17               of the Chancery Court  
18               State of Delaware

19               Certification Number: 187-PS  
20               Expiration: Permanent